

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
(Richmond Division)**

**In re:**

\*

**CIRCUIT CITY STORES, INC., et al.,**

\*

**Case No: 08-35653-KRH**

**Debtors,**

\*

**Chapter 11  
(Jointly Administered)**

\* \* \* \* \*

**VERIFIED STATEMENT  
OF WHITEFORD, TAYLOR & PRESTON L.L.P.  
PURSUANT TO RULE 2019**

Bradford F. Englander of Whiteford, Taylor & Preston L.L.P. hereby submits this Verified Statement in accordance with Rule 2019 of the Federal Rules of Bankruptcy Procedure and represents to the Court as follows:

1. I am a partner in the law firm of Whiteford, Taylor & Preston L.L.P. ("WT&P"), which maintains offices for the practice of law at Seven Saint Paul Street, Baltimore, Maryland 21202 and 3190 Fairview Park Drive, Suite 300, Falls Church, Virginia 22042, among other locations.

2. Name and Address of Parties-in-Interest Represent by WT&P: WT&P represents the following creditors and parties-in-interest in the above-captioned bankruptcy proceedings (collectively, the "Creditors"):

(i) Alliance Entertainment, LLC, now known as Source Interlink Distribution, LLC

---

Bradford F. Englander, VSB# 36221  
Christopher A. Jones, VSB# 40064  
Brian M. Nestor, VSB# 77133  
3190 Fairview Park Drive, Suite 300  
Falls Church, Virginia 22042  
(703) 280-9081 (tel)  
(703) 280-3370 (fax)  
[benglander@wtplaw.com](mailto:benglander@wtplaw.com)

c/o Source Interlink Companies, Inc.  
27500 Riverview Center Blvd.  
Bonita Springs, FL 34134

- (ii) Source Interlink Media, LLC  
c/o Source Interlink Companies, Inc.  
27500 Riverview Center Blvd.  
Bonita Springs, FL 34134;
- (iii) Daniel E. Weidler, Michael F. Yezback, Eloise Garcia, and Angie Duron  
("Weidler Settlement Class")  
c/o Mr. Michael Maroko  
6300 Wilshire Boulevard, Suite 1500  
Los Angeles, CA 90048;
- (iv) Annapolis Plaza LLC  
c/o William P. Beatson  
170 Jennifer Road, Suite 330  
Annapolis, MD 21401;
- (v) Moncayo Settlement Class  
c/o Martin I. Aarons, Class Counsel  
Law Offices of Manuel H. Miller  
20750 Ventura Boulevard, Suite 440  
Woodland Hills, CA 91364;
- (vi) Twentieth Century Fox Home Entertainment  
c/o Dennis Franks, Esq.  
PO Box 900  
Beverly Hills, CA 90213; and
- (vii) Safeco Insurance Company of America,  
now known as Liberty Mutual Surety  
c/o Caryn Mohan-Maxfield  
2800 West Higgins Road, Suite 1000  
Hoffman Estates, Illinois 60169.

3. Nature of Claims or Rights of the Parties in Interest:

(i) Source Interlink Distribution, LLC: Contractual, statutory and common law rights and remedies in connection with amounts owed pursuant to obligations arising from delivery of goods and/or services to Debtors.

(ii) Source Interlink Media, LLC: Contractual, statutory and common law rights and remedies in connection with amounts owed pursuant to obligations arising from delivery of goods and/or services to Debtors.

(iii) Weidler Settlement Class: Amounts payable under the Settlement Agreement approved in the class action styled *Daniel E. Weidler, Michael F. Yezback, and Eloise Garcia v. Circuit City Stores, Inc.*

(iv) Annapolis Plaza LLC: Contractual, statutory and common law rights and remedies as successor in interest to William P. Beatson and Jerome B. Trout, Jr. with respect to Circuit City lease #785 dated as of March 1, 1996, for the premises located in Annapolis Plaza, 150 Jennifer Road, Suite A, Annapolis, Maryland 21401.

(v) Moncayo Settlement Class: Amounts payable under the Settlement Agreement approved in the class action styled *Maria G. Moncayo et al v. Circuit City, Inc.*

(vi) Twentieth Century Fox Home Entertainment: Contractual, statutory and common law rights and remedies in connection with amounts owed pursuant to obligations arising from delivery of goods and/or services to Debtors.

(vii) Liberty Mutual Surety: Contractual, statutory and common law rights and remedies in connection with surety bonds issued for the Debtors.

4. WT&P does not own, nor has it ever owned, any claims against the Debtor, nor does it own any equity securities of the Debtor. WT&P was engaged by each of the creditors to act as its counsel in the above-captioned Chapter 11 cases.

5. The amounts of each of the foregoing creditors' claims is set forth in proofs of claim on file in this Case.

6. WT&P reserves the right to supplement and/or amend this statement at any time in the future.

I, Bradford F. Englander, a partner in the law firm of Whiteford, Taylor & Preston, L.L.P., declare under penalty of perjury that I have read the foregoing statement and that it is true and correct to the best of my knowledge, information and belief.

**WHITEFORD, TAYLOR & PRESTON LLP**

By: /s/ Bradford F. Englander  
Bradford F. Englander, VSB# 36221  
Christopher A. Jones, VSB# 40064  
Brian M. Nestor, VSB# 77133  
3190 Fairview Park Drive, Suite 300  
Falls Church, Virginia 22042  
(703) 280-9081 (tel)  
(703) 280-3370 (fax)  
[benglander@wtplaw.com](mailto:benglander@wtplaw.com)

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing Verified Statement was mailed by first class mail postage prepaid, this 16th day of July, 2009, to the following:

Greg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
Skadden Arps, Slate, Meagher &  
Flom, LLP  
One Rodney Square  
P.O. Box 636  
Wilmington, DE 19899-0636  
Counsel for the Debtors  
[gregg.galardi@skadden.com](mailto:gregg.galardi@skadden.com)  
[ian.fredericks@skadden.com](mailto:ian.fredericks@skadden.com)

Dion W. Hayes, Esq.  
Douglas M. Foley, Esq.  
McGuireWoods LLP  
One James Center  
901 East Cary Street  
Richmond, VA 23219  
Counsel for the Debtors  
[dfoley@mcguirewoods.com](mailto:dfoley@mcguirewoods.com)  
[dhayes@mcguirewoods.com](mailto:dhayes@mcguirewoods.com)

Douglas Bates  
Source Interlink Companies, Inc.  
27500 Riverview Center Blvd.  
Bonita Springs, FL 34134

Robert J. Feinstein, Esq.  
Pachulski Stang Ziehl & Jones  
LLP  
780 Third Avenue  
36th Floor New York, NY 10017  
Counsel for the Creditors'  
Committee Case  
[rfeinstein@pszjlaw.com](mailto:rfeinstein@pszjlaw.com)

Chris L. Dickerson, Esq.  
Skadden, Arps, Slate, Meagher & Flom,  
LLP  
333 West Wacker Drive  
Chicago, IL 60606  
Counsel for the Debtors  
[chris.dickerson@skadden.com](mailto:chris.dickerson@skadden.com)

Michael Maroko  
6300 Wilshire Boulevard,  
Suite 1500  
Los Angeles, CA 90048;

Lynn L. Tavenner, Esq.  
Tavenner & Beran, PLC  
20 North Eighth Street Second  
Floor Richmond, VA 23219  
Counsel for the Creditors'  
Committee  
[ltavenner@tb-lawfirm.com](mailto:ltavenner@tb-lawfirm.com)

Robert B. Van Arsdale, Esq.  
Office of the United States Trustee  
701 East Broad Street, Suite 4304  
Richmond, VA 23219  
[Robert.B.Van.Arsdale@usdoj.gov](mailto:Robert.B.Van.Arsdale@usdoj.gov)

William P. Beatson  
170 Jennifer Road  
Suite 330  
Annapolis, MD 21401

Martin I. Aarons, Class Counsel  
Law Offices of Manuel H. Miller  
20750 Ventura Boulevard,  
Suite 440  
Woodland Hills, CA 91364

Twentieth Century Fox Home Ent.  
c/o Dennis Franks, Esq.  
PO Box 900  
Beverly Hills, CA 90213

Liberty Mutual Surety  
c/o Caryn Mohan-Maxfield  
2800 West Higgins Road,  
Suite 1000  
Hoffman Estates, Illinois 60169

and that the foregoing Verified Statement was also filed electronically via the Court's CM/ECF system on this date such that it would be served electronically on those parties entitled to receive such notice in this case.

/s/ Brian M. Nestor  
Brian M. Nestor